



AUG 11 2004

Sodak Gaming, Inc.
Attn: Legal Department
5301 S. Highway 16
Rapid City, SD 57701

Lytton Rancheria of California
Attn: Tribal Chairman
1250 Coddington Center, Suite 1
Santa Rosa, CA 95401

Dear Legal Department:

A copy of the Loan and Security Agreement entered into on March 4, 2004, between Sodak Gaming, Inc. (Sodak) and the Lytton Rancheria of California (Tribe) was recently submitted to the National Indian Gaming Commission (NIGC) for review.

The NIGC is concerned that the provisions of section 1.4 may violate the sole proprietary interest provision of the Indian Gaming Regulatory Act (IGRA), 25 U.S.C. § 2701 *et seq.* The IGRA requires that a tribe "have the sole proprietary interest in and responsibility for the conduct of any gaming activity." 25 U.S.C. § 2710(b)(2)(A). Specifically, 1.4(b) [

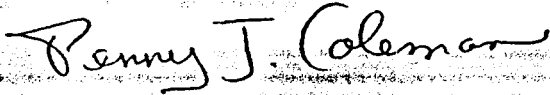
In order to assist the NIGC with its deliberations, please submit a written analysis of why this provision does or does not violate the sole proprietary interest requirement.

Sodak Gaming, Inc.

Page 2 of 2

Please contact Staff Attorney Andrea Lord at (202) 632-7003 if you have any questions concerning this letter.

Sincerely,



Penny J. Coleman
Acting General Counsel

cc: Tribal Gaming Commissioner, Heidi Staudenmaier